

0100691028

DONELAN, CLEARY, WOOD & MASER, P.C.

ATTORNEYS AND COUNSELORS AT LAW

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WASHINGTON, D.C. 20005-3934

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RECORDATION NO. 16688-M
FILED 1495

JUL 14 1995 - 12 15 PM

July 14, 1995

INTERSTATE COMMERCE COMMISSION

Recordation No. 16688 -M

\$21.00 filing fee

Dear Mr. Williams:

On behalf of First Security Bank of Utah, N.A., I submit for filing and recording under 49 U.S.C. § 11303(a) and the regulations promulgated thereunder, executed counterparts of a secondary document, not previously recorded. The document is entitled Lease Supplement No. 8 dated as of March 8, 1995 and is to be recorded under Recordation No. 16688-M (hereinafter referred to as "Supplement").

The parties to the enclosed Supplement are:

First Security Bank of Utah, N.A. - OWNER TRUSTEE/LESSOR
79 South Main Street
Salt Lake City, Utah 84111-0007

GE Capital Railcar Associates, Inc. - LESSEE
33 West Monroe
Chicago, IL 60603

The said Supplement acts to change the identification numbers of certain units in Schedules A, A-1, A-2 and A-3 of that certain Equipment Lease Agreement (as supplemented) dated as of December 14, 1989 now between the above parties, filed and recorded with the Interstate Commerce Commission December 28, 1989 under 16688.

The units of equipment covered by the Supplement are, as identified in Schedules A, A-1, A-2 and A-3 thereof.

A short summary to appear in the ICC Index is as follows:

"Change of identification numbers for some units in Equipment Lease Agreement under 16688."

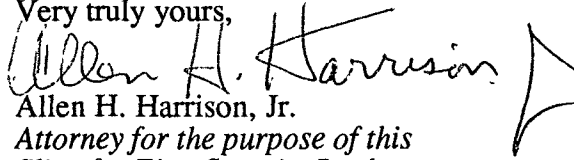
Enclosed is a check in the amount of twenty-one dollars (\$21.00) in payment of the filing fee.

RECEIVED
OFFICE OF THE
SECRETARY
JUL 14 12 11 PM '95
LICENSING BRANCH

Counterparts - C. K. Hannon

Once the filing has been made, please return to bearer the stamped counterparts of the document not required for filing purposes, together with the letter/fee receipt from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in cursive script, reading "Allen H. Harrison, Jr.", followed by a large, stylized flourish or checkmark-like stroke.

Allen H. Harrison, Jr.
*Attorney for the purpose of this
filing for First Security Bank
of Utah, N.A.*

Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423
Enclosures
8310-020
BY HAND



Interstate Commerce Commission
Washington, D.C. 20423-0001

7/14/95

Office Of The Secretary

Allen H. Harrison, Jr.
Donelan, Cleary, Wood & Maser, PC
1100 New York Avenue, NW., Ste. 750
Washington, DC., 20005-3934

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/14/95 at 12:15PM, and assigned recordation number(s). 16688-M, 16688-N, 16689-K, 16689-L, 16689-M, 16689-N, 16689-O and 16689-P.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100691027)
(0100691028)
(0100691029)
(0100691030)

\$ 168.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

16688-M

RECORDATION NO. 16688-M FILED 1425

JUL 14 1995 - 12 15 PM

LEASE SUPPLEMENT NO. 8 INTERSTATE COMMERCE COMMISSION

LEASE SUPPLEMENT NO. 8 ("LEASE SUPPLEMENT NO. 8") dated as of March 6, 1995, between FIRST SECURITY BANK OF UTAH, N A , a national banking association, in its individual capacity as expressly provided herein and otherwise solely as Owner Trustee ("Lessor") under RAIL TRUST NO 89-6, and GE CAPITAL RAILCAR ASSOCIATES, INC , a Delaware corporation ("Lessee"), as assignee in interest to Itel Rail Corporation

WHEREAS, Lessee leased from Lessor five hundred twenty-eight (528) units of railroad equipment pursuant to an Equipment Lease Agreement (the "Equipment Lease") as supplemented, dated as of December 14, 1989, between Lessor and Lessee, which was filed and recorded with the Interstate Commerce Commission ("I C C ") Pursuant to 49 U S C Section 11303(a) on December 28, 1989 and given Recordation No 16688, and

WHEREAS, pursuant to Section 4 2 of the Equipment Lease, Lessee shall file periodic supplements to the Equipment Lease to reflect changes in the reporting marks of certain of the units of Equipment

NOW, THEREFORE, pursuant to the premises and the covenants and promises contained in the Equipment Lease, the parties hereby agree as follows

- 1 All capitalized terms used herein shall have the meanings ascribed to them in the Equipment Lease, unless otherwise stated
- 2 The Equipment Lease is hereby supplemented as follows
- (i) Schedules A, A-1, A-2 and A-3 (separated per quarterly mark changes) attached hereto reflect changes in the reporting marks of certain units of Equipment for the period January 1, 1994 to December 31, 1994

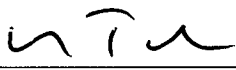
LESSOR:

FIRST SECURITY BANK OF UTAH, N.A.
not in its individual capacity but solely as Owner
Trustee under Rail Trust No 89-6

By 
Name **LARRY C MONTGOMERY**
Title **Trust Officer**

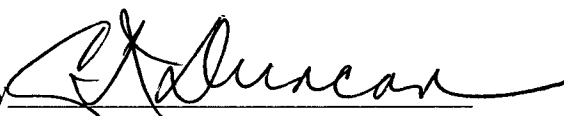
LESSEE

GE CAPITAL RAILCAR ASSOCIATES, INC.
as assignee in interest to Itel Rail Corporation

By 
Name Robert H. Tucker
Title Executive Vice President

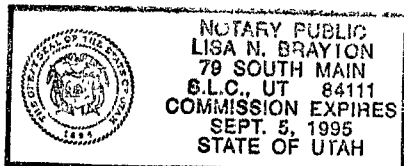
ACKNOWLEDGED BY:

BANK OF AMERICA ILLINOIS
as Indenture Trustee

By 
Name Cynthia K. Duncan
Title Vice President

STATE OF UTAH)
) SS
COUNTY OF SALT LAKE)

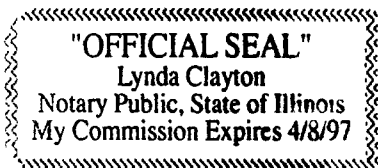
On this 8th day of June, 1995, before me personally appeared
LARRY C MONTGOMERY, personally known to me to be the person who executed the
within instrument as a Trust Officer of FIRST SECURITY BANK OF UTAH,
N A , and acknowledged to me that the corporation executed it



Lisa N. Brayton
Notary Public

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 12th day of June, 1995, before me personally appeared
Robert H. Tucker, personally known to me to be the person who executed the
within instrument as a Executive Vice President of GE CAPITAL RAILCAR
ASSOCIATES, INC , and acknowledged to me that the corporation executed it

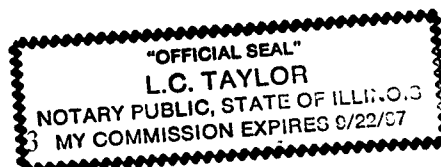


Lynda Clayton
Notary Public

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 15th day of June, 1995, before me personally appeared
Cynthia K. Duncan, personally known to me to be the person who executed the
within instrument as a Vice President of BANK OF AMERICA ILLINOIS, and
acknowledged to me that the corporation executed it

L.C. Taylor
Notary Public



LEASE SUPPLEMENT NO. 8

TO RAIL TRUST NO. 89-6

SCHEDULE A

Remarks for Period 1/1/94 to 3/31/94

| <u>Old Reporting Mark</u> | <u>Old Car Number</u> | <u>New Reporting Mark</u> | <u>New Car Number</u> |
|---------------------------|-----------------------|---------------------------|-----------------------|
| HS | 014336 | SLR | 001788 |
| HS | 014339 | SLR | 001790 |
| HS | 014342 | SLR | 001792 |
| MACO | 000146 | KWT | 000146 |
| MACO | 000149 | KWT | 000149 |
| WICT | 041202 | WSOR | 041202 |

LEASE SUPPLEMENT NO. 8

TO RAIL TRUST NO. 89-6

SCHEDULE A-1

Remarks for Period 4/1/94 to 6/28/94

| <u>Old Reporting Mark</u> | <u>Old Car Number</u> | <u>New Reporting Mark</u> | <u>New Car Number</u> |
|---------------------------|-----------------------|---------------------------|-----------------------|
| HS | 014320 | SLR | 001774 |
| HS | 014337 | SLR | 001796 |
| LNAC | 001026 | CAGY | 001122 |
| WSOR | 041202 | YKR | 010005 |

LEASE SUPPLEMENT NO. 8

TO RAIL TRUST NO. 89-6

SCHEDULE A-2

Remarks for Period 06/29/94 to 09/30/94

| <u>Old Reporting Mark</u> | <u>Old Car Number</u> | <u>New Reporting Mark</u> | <u>New Car Number</u> |
|---------------------------|-----------------------|---------------------------|-----------------------|
| MACO | 000148 | KWT | 000148 |
| FRDN | 003082 | PLCX | 020025 |
| FRDN | 004155 | PLCX | 020004 |
| FRDN | 004167 | PLCX | 020005 |
| FRDN | 004176 | PLCX | 020029 |
| FRDN | 004275 | PLCX | 020031 |
| FRDN | 004284 | PLCX | 020006 |
| FRDN | 004286 | PLCX | 020007 |
| FRDN | 004329 | PLCX | 020008 |
| WICT | 041203 | WSOR | 041203 |

LEASE SUPPLEMENT NO. 8

TO RAIL TRUST NO. 89-6

SCHEDULE A-3

Remarks for Period 10/1/94 to 12/31/94

| <u>Old Reporting Mark</u> | <u>Old Car Number</u> | <u>New Reporting Mark</u> | <u>New Car Number</u> |
|---------------------------|-----------------------|---------------------------|-----------------------|
| WSOR | 041201 | YKR | 010004 |
| WSOR | 041203 | PPU | 005067 |
| WSOR | 041204 | PPU | 005070 |